

EXHIBIT F

(Responses to Fee Examiner/UST)

EXHIBIT F
RESPONSES TO FEE EXAMINER/JUST
Weil, Gotshal & Manges

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
Brooks, R	5334	45.80	\$455.00	20,839.00
Karotkin, S	0080	18.40	\$990.00	18,216.00
Lederman, E	1669	1.10	\$595.00	654.50
Lee, K	6746	0.60	\$275.00	165.00
Meises, M	0487	9.00	\$700.00	6,300.00
Miller, H	0020	1.40	\$990.00	1,386.00
Smolinsky, J	0663	0.90	\$900.00	810.00
		77.20		\$48,370.50

MATTER NAME	HOURS	FEES
Case Administration	0.40	396.00
US Trustee Issues/Meetings/Communications	4.00	1,820.00
WG&M Fee Applications/Retention	70.40	45,080.50
WG&M Monthly Fee Statement/BSR Review	2.40	1,074.00
	77.20	\$48,370.50

EXHIBIT F
RESPONSES TO FEE EXAMINER/UST
Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5334 Brooks, R	\$455.00 20121330	02/09/10	Tue	0.60	273.00	0.10	MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 RESPOND TO REQUESTS FROM FEE EXAMINER RE: BACKUP DETAIL FOR FEE APPLICATION
	\$455.00 20122157	02/09/10	Tue	0.60	273.00	0.20	MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 RESPOND TO FEE EXAMINER'S REQUESTS FOR FEE APPLICATION BACKUP INFORMATION (1); 2 TELECONFERENCE WITH BILLING DEPARTMENT RE: SAME (2); 3 RESEARCH ISSUES RE: SAME (3).
	\$455.00 20121992	02/17/10	Wed	0.10	45.50	0.10	MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 RESPOND TO INQUIRIES FROM FEE EXAMINER
	\$455.00 20122088	02/22/10	Mon	0.10	45.50	0.10	MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 TELECONFERENCE WITH GODFREY & KAHN (FEE EXAMINER) RE: WEIL'S FIRST INTERIM FEE APPLICATION AND DRAFT MEMORANDUM RE: SAME (1).
	\$455.00 20122571	02/23/10	Tue	2.50	1,137.50	0.60	MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 RESEARCH ISSUES RE: FEE EXAMINER'S FEE REPORT (1.9); 2 RESPOND TO REQUESTS FROM FEE EXAMINER FOR SUPPORTING DOCUMENTATION WITH FEE APPLICATION (6)
	\$455.00 20122212	02/24/10	Wed	0.70	318.50	0.50	MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 RESPOND TO FEE EXAMINER'S INQUIRY FOR REQUESTS (2); 2 CONFER WITH K. LEE RE: SAME (5)
	\$455.00 20121841	02/25/10	Thu	1.80	819.00		MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 REVISE SUMMARY OF FEE EXAMINER'S FIRST REPORT
	\$455.00 20255469	03/03/10	Wed	0.50	227.50		MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 TELECONFERENCE WITH J. CHANG (BILLING DEPARTMENT) RE: MEETING VARIOUS REQUESTS FROM FEE EXAMINER
	\$455.00 20693806	03/03/10	Wed	0.70	318.50		MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 RESPOND TO REQUESTS OF FEE EXAMINER RE: DECEMBER MONTHLY FEE STATEMENT
	\$455.00 20254830	03/05/10	Fri	0.10	45.50		MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 RESPOND TO REQUESTS FROM FEE EXAMINER RE: WEIL'S FIRST FEE APPLICATION
	\$455.00 20254349	03/22/10	Mon	5.20	2,366.00	0.20	MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 REVIEW FEE EXAMINER'S RETENTION ORDER RE: FEE REPORTS (2); 2 RESPOND TO REQUESTS FROM FEE EXAMINER RE: WEIL'S FIRST INTERIM FEE APPLICATION (5.0)
					5.00		

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EXHIBIT F
RESPONSES TO FEE EXAMINER/UST
Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5334 Brooks, R	\$455.00 20255507	03/30/10	Tue	2.30	1,046.50	0.70	MATTER NAME: <u>WG&M Monthly Fee Statement/BSR Review</u> 1 <u>RESPOND TO FEE EXAMINER'S INQUIRIES RE: WG&M'S FIRST FEE APPLICATION</u>
	\$455.00 20361430	04/06/10	Tue	6.90	3,139.50	0.60	MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 <u>REVIEW FEE EXAMINER'S REQUEST FOR MORE INFORMATION RE: WEIL'S FIRST INTERIM FEE APPLICATION (7);</u> 2 <u>CALL WITH S. KAROTKIN RE: SAME (6);</u>
						5.10	3 <u>REVIEW AND RESEARCH REQUESTED INFORMATION RE: SAME (5.1);</u>
						0.50	4 <u>CONFERENCE WITH S. KAROTKIN RE: SAME (5)</u>
	\$455.00 20362258	04/06/10	Tue	0.10	45.50		MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 <u>DRAFT MEMOS RE: FEE EXAMINER'S REQUESTS RE: WEIL'S FIRST FEE APPLICATION</u>
	\$455.00 20361560	04/07/10	Wed	1.00	455.00	0.50	MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 <u>TELECONFERENCE WITH ULTRAMAR TRAVEL AGENCY DEPARTMENT RESEARCHING AIRFARE PRICES IN RESPONSE TO FEE EXAMINER'S INQUIRIES RE: WEIL'S FIRST FEE APPLICATION (3);</u>
						0.10	2 <u>DRAFT EMAIL TO BILLING DEPARTMENT RE: SAME (1);</u>
						0.10	3 <u>TELECONFERENCE WITH ULTRAMAR RE: SAME (1);</u>
						0.30	4 <u>CONDUCT RESEARCH RE: SAME (3)</u>
	\$455.00 20361212	04/08/10	Thu	0.70	318.50	0.40	MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 <u>RESPOND TO INQUIRIES FROM FEE EXAMINER RE: FEES AND EXPENSES ON WEIL'S FIRST FEE APPLICATION (4);</u>
						0.30	2 <u>TELECONFERENCE WITH ULTRAMAR TRAVEL AGENCY RE: SAME (3)</u>
	\$455.00 20361613	04/09/10	Fri	3.00	1,385.00	2.00	MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 <u>RESPOND TO FEE EXAMINER'S INQUIRIES RE: WEIL'S FIRST FEE APPLICATION (2);</u>
						0.20	2 <u>TELECONFERENCE WITH ULTRAMAR TRAVEL DEPARTMENT RE: SAME (2);</u>
						0.20	3 <u>CONFERENCE WITH S. KAROTKIN RE: RESPONSE TO FEE EXAMINER (2);</u>
						0.10 F	4 <u>CONFERENCE WITH S. KAROTKIN RE: SAME (1);</u>
						0.50 F	5 <u>REVIEW DRAFT OF RESPONSE TO FEE EXAMINER (5)</u>
	\$455.00 20361944	04/13/10	Tue	0.30	136.50		MATTER NAME: <u>WG&M Fee Applications/Retention</u> 1 <u>RESPOND TO INQUIRIES FROM FEE EXAMINER RE: WEIL'S FIRST FEE APPLICATION</u>
	\$455.00 20361551	04/14/10	Wed	3.70	1,683.50		MATTER NAME: <u>US Trustee Issues/Meetings/Communications</u> 1 <u>RESEARCH CASE LAW RE: FEE EXAMINER ISSUES</u>

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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5334 Brooks, R	\$455.00	04/22/10	Thu	0.40	182.00	0.30	MATTER NAME: WG&M Fee Applications/Retention 1 DRAFT RESPONSE TO FEE EXAMINER'S OBJECTION (3);
	20362257					0.10	2 CONFERENCE WITH S. KAROTKIN RE: SAME (1)
	\$455.00	04/23/10	Fri	2.10	955.50		MATTER NAME: WG&M Fee Applications/Retention 1 RESPOND TO FEE EXAMINER'S OBJECTION TO WEIL'S FIRST INTERIM FEE APPLICATION
	20362180						
	\$455.00	04/23/10	Fri	0.60	273.00		MATTER NAME: WG&M Fee Applications/Retention 1 REVISE RESPONSE TO FEE EXAMINER'S MOTION TO EXTEND TIME FOR SECOND FEE APPLICATION HEARING
	20362397						
	\$455.00	04/24/10	Sat	4.30	1,956.50	2.10	MATTER NAME: WG&M Fee Applications/Retention 1 DRAFT RESPONSE TO FEE EXAMINER'S OBJECTION TO WEIL'S FIRST INTERIM FEE APPLICATION (2.1);
	20361332					2.20	2 REVIEW FEE EXAMINER'S OBJECTION AND RELATED DOCUMENTATION (2.2);
	\$455.00	04/26/10	Mon	1.10	500.50	0.50	MATTER NAME: WG&M Fee Applications/Retention 1 REVISE RESPONSE TO FEE EXAMINER'S OBJECTION TO WEIL'S FIRST INTERIM FEE APPLICATION (5);
	20361407					0.60	2 RESEARCH ISSUES RE: HOLDBACKS AND SUMMER ASSOCIATE FEES (6);
	\$455.00	04/26/10	Mon	0.50	227.50		MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW FEE EXAMINEER'S SUMMARY REPORT
	20362356						
	\$455.00	04/28/10	Wed	0.20	91.00		MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW FEE EXAMINER'S OBJECTION TO WEIL'S FIRST FEE APPLICATION
	20361487						
	\$455.00	05/04/10	Tue	1.00	455.00	0.80	MATTER NAME: WG&M Fee Applications/Retention 1 RESEARCH FEE EXAMINER PROTOCOLS IN OTHER BANKRUPTCY CASES FOR COMPARISON WITH FEE EXAMINER'S OBJECTIONS (8);
	20489324					0.20	2 CONFERENCE WITH M. MEISES RE: SAME (2)
	\$455.00	05/10/10	Mon	0.40	182.00	0.10	MATTER NAME: WG&M Fee Applications/Retention 1 PREPARE FOR TELEPHONE CONFERENCE WITH FEE EXAMINER TO DISCUSS WEIL'S FINAL FEES AND EXPENSES (1);
	20490083					0.20	2 TELEPHONE CONFERENCE WITH E. WILSON (FEE EXAMINER) AND S. KAROTKIN RE: WEIL'S FINAL FEES AND EXPENSES FOR FIRST INTERIM PERIOD (2);
						0.10	3 REVISE ORDER RE: SAME (1)
	\$455.00	05/11/10	Tue	0.30	136.50		MATTER NAME: US Trustee Issues/Meetings/Communications 1 ORGANIZE FILES RE: FEE EXAMINER OBJECTIONS AND MONTHLY BILLING STATEMENTS
	20487055						

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EXHIBIT F
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Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5334 Brooks, R	\$455.00	05/25/10	Tue	0.20	0.20	91.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW FEE EXAMINER'S COMMENTS TO WGM SECOND INTERIM FEE APPLICATION
	20487853						
	\$455.00	05/25/10	Tue	0.30	0.30	136.50	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW EMAILS RE: FEE EXAMINER'S LETTERS RE: WEIL'S SECOND FEE APPLICATION
	20488940						
0080 Karolkin, S	\$455.00	05/28/10	Fri	3.50	3.50	1,592.50	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW FEE EXAMINER'S LETTER RE: WEIL'S SECOND INTERIM FEE APPLICATION
	20490798						
	NUMBER OF ENTRIES:	32		45.80		20,839.00	
	\$990.00	04/03/10	Sat	0.30	0.30	297.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW CORRESPONDENCE FROM FEE EXAMINER
	20381147						
	\$990.00	04/05/10	Mon	2.20	2.20	2,178.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW AND RESPOND TO FEE EXAMINER LETTER
	20380658						
	\$990.00	04/06/10	Tue	0.60	0.60	594.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW FEE EXAMINER LETTER AND INFORMATION REQUESTS WITH R. BROOKS
	20380666						
	\$990.00	04/06/10	Tue	1.70	1.70	1,683.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW AND REVISE RESPONSE TO FEE EXAMINER LETTER (1,2):
	20380667				0.50		2 CALL WITH R. BROOKS RE: SAME (5)
	\$990.00	04/07/10	Wed	0.60	0.60	594.00	MATTER NAME: WG&M Fee Applications/Retention 1 PREPARE RESPONSE TO FEE EXAMINER LETTER
	20380944						
	\$990.00	04/09/10	Fri	2.20	2.20	2,178.00	MATTER NAME: WG&M Fee Applications/Retention 1 FINALIZE RESPONSE TO FEE EXAMINER REQUESTS AND REVIEW DOCUMENTS RE: SAME
	20380320						
	\$990.00	04/10/10	Sat	1.90	1.90	1,881.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW FEE EXAMINER REPORT AND PREPARE REPLY
	20380951						
	\$990.00	04/12/10	Mon	0.20	0.20	198.00	MATTER NAME: WG&M Fee Applications/Retention 1 TELEPHONE CONFERENCE WITH E. WILSON RE: LETTER RE: FEE APPLICATION
	20381078						

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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
0080 Karotkin, S	\$990.00 20380194	04/13/10	Tue	0.20	0.20	198.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW DOCUMENTS RE: FEE EXAMINER LETTER
	\$990.00 20380202	04/13/10	Tue	1.10	1.10	1,089.00	MATTER NAME: WG&M Fee Applications/Retention 1 RESPOND TO FEE EXAMINER LETTER
	\$990.00 20380627	04/15/10	Thu	0.30	0.30	297.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW DRAFT FEE EXAMINER REPORT
	\$990.00 20381048	04/16/10	Fri	0.30	0.30	297.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVISE RESPONSE TO LETTER FROM FEE EXAMINER
	\$990.00 20380422	04/17/10	Sat	0.60	0.60	594.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW FEE EXAMINER'S DRAFT OBJECTION TO WG&M FEE APPLICATION
	\$990.00 20380882	04/24/10	Sat	1.40	1.40	1,386.00	MATTER NAME: WG&M Fee Applications/Retention 1 PREPARE RESPONSE TO FEE EXAMINER OBJECTION
	\$990.00 20380162	04/25/10	Sun	0.30	0.30	297.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW U.S. TRUSTEE RESPONSE RE: FEE APPLICATIONS
	\$990.00 20381044	04/25/10	Sun	2.80	2.80	2,772.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVISE RESPONSE TO FEE EXAMINER RESPONSE AND OBJECTION TO WG&M'S FEE APPLICATION
	\$990.00 20381321	04/26/10	Mon	1.30	1.30	1,287.00	MATTER NAME: WG&M Fee Applications/Retention 1 FINALIZE RESPONSE TO FEE EXAMINER OBJECTION
	\$990.00 20380577	04/28/10	Wed	0.40	0.40	396.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW PLEADINGS RE: OBJECTIONS TO FEE APPLICATIONS
NUMBER OF ENTRIES:				18	18.40	18,216.00	
1669 Lederman, E	\$595.00 20336698	04/22/10	Thu	1.10	1.10	654.50	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW FEE EXAMINER'S REPORT AND STATEMENT OF LIMITED OBJECTION TO THE FIRST INTERIM FEE APPLICATION OF WEIL, GOTSHAL & MANGES, LLP (9);
						0.20	2 VARIOUS INTERNAL EMAILS RE: SAME (2)

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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
1669 Lederman, E	NUMBER OF ENTRIES: 1 1.10 654.50						
6746 Lee, K	\$275.00 20184407	03/22/10 Mon	6.00	0.50	137.50	1.30	MATTER NAME: WG&M Fee Applications/Retention 1 CONFER WITH R. BROOKS RE: FIRST QUARTERLY FEE DISBURSEMENTS AND CALCULATIONS (1.3); 2 CREATE SECOND QUARTERLY FEE DISBURSEMENT CATEGORIES (1.9); 3 REVIEW BACK-UP TO FIRST QUARTERLY FEE APPLICATION (7); 4 CONFER WITH AND E-MAIL R. BROOKS RE: SAME (2); 5 SEARCH FOR BACK UP FOR FIRST QUARTERLY FEE APPLICATION THAT NEEDS FURTHER DETAIL (5); 6 REVIEW AND RESPOND TO E-MAILS RE: SAME (2); 7 CONFER WITH G. FUJII RE: SAME (2); 8 E-MAILS WITH R. BROOKS RE: EXAMINER BACK UP REQUEST (5); 9 E-MAIL R. BROOKS RE: FIRM POLICIES RE: MEALS AND TAXI'S PURSUANT TO EXAMINER'S REQUEST (5);
	\$275.00 20215873	03/30/10 Tue	2.40	0.10	27.50	0.10	MATTER NAME: WG&M Monthly Fee Statement/BSR Review 1 CONFER WITH R. BROOKS RE: FEE EXAMINER REQUEST (1); 2 REVIEW E-MAIL RE: CONFLICTS FROM C. KIM AND FORWARD TO R. BROOKS (1); 3 E-MAIL WITH R. BROOKS RE: SAME (1); 4 REVISE SUPPLEMENTAL LIST OF CLIENTS TO BE DISCLOSED (8); 5 REVISE NOVEMBER BILLING SUMMARY REPORT AND SEND E-MAILS TO R. BROOKS (9); 6 SEND E-MAILS TO G. FUJII RE: SAME (2); 7 LEAVE VOICE MAIL FROM G. FUJII RE: SAME (2);
	NUMBER OF ENTRIES: 2 0.60 165.00						
0487 Meises, M	\$700.00 20342386	04/05/10 Mon	0.70	0.70	490.00	0.70	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW REPORT BY FEE EXAMINER.
	\$700.00 20342747	04/06/10 Tue	0.50	0.50	350.00	0.50	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW MATERIALS RE: FEE EXAMINER ISSUES.
	\$700.00 20342997	04/08/10 Thu	0.20	0.20	140.00	0.20	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW FEE EXAMINER REPORT.
	\$700.00 20343004	04/09/10 Fri	0.10	0.10	70.00	0.10	MATTER NAME: WG&M Fee Applications/Retention 1 CALL WITH R. BROOKS RE: RESPONSE TO FEE EXAMINER.

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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
0487 Meises, M	\$700.00	04/16/10	Fri	1.00	1.00	0.20	MATTER NAME: WG&M Fee Applications/Retention 1 MEETING WITH S. KAROTKIN RE: FEE EXAMINER OBJECTIONS (2);
	20381074					0.80	2 READ FEE EXAMINER REPORT (8);
	\$700.00	04/20/10	Tue	4.60	4.60	0.30	MATTER NAME: WG&M Fee Applications/Retention 1 MEET S. KAROTKIN RE: FEE EXAMINER REPLY (3);
	20380912					4.30	2 DRAFT RESPONSE TO FEE EXAMINER MOTION TO EXPAND ROLE (4,3);
	\$700.00	04/21/10	Wed	1.00	1.00	700.00	MATTER NAME: WG&M Fee Applications/Retention 1 RESPOND TO FEE EXAMINER'S OBJECTION.
	20379710						
	\$700.00	04/26/10	Mon	0.90	0.90	630.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVISE RESPONSE TO FEE EXAMINER'S OBJECTIONS TO FEES
	20380462						
NUMBER OF ENTRIES:				8	9.00	6,300.00	
0020 Miller, H	\$990.00	02/01/10	Mon	0.20	0.20	198.00	MATTER NAME: WG&M Fee Applications/Retention 1 TELEPHONE CALL WITH B. WILLIAMS RE: FEE EXAMINER
	20097846						
	\$990.00	02/09/10	Tue	0.40	0.40	396.00	MATTER NAME: Case Administration 1 FEE EXAMINER ISSUES - CONFERENCE WITH S. KAROTKIN
	20098249						
	\$990.00	04/10/10	Sat	0.80	0.80	792.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW FEE EXAMINER'S REPORT
	20309507						
NUMBER OF ENTRIES:				3	1.40	1,386.00	
0663 Snolinsky, J	\$900.00	04/15/10	Thu	0.30	0.30	270.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVIEW FEE EXAMINER DRAFT REPORT.
	20378009						
	\$900.00	04/20/10	Tue	0.60	0.60	540.00	MATTER NAME: WG&M Fee Applications/Retention 1 REVISE RESPONSE TO FEE EXAMINER MOTION (3);
	20378937					0.30	2 CONFER WITH S. KAROTKIN RE: SAME AND APPROACH TO INQUIRIES (3);
NUMBER OF ENTRIES:				2	0.90	810.00	

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Total				77.20	\$48,370.50		
Number of Entries:	66						

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SUMMARY OF HOURS AND FEES BY MATTER

MATTER NAME	HOURS	FEES
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US Trustee Issues/Meetings/Communications	4.00	1,820.00
WG&M Fee Applications/Retention	70.40	45,080.50
WG&M Monthly Fee Statement/BSR Review	2.40	1,074.00
	77.20	\$48,370.50

(-) REASONS FOR TASK HOUR ASSIGNMENTS
F FINAL BILL